

CORPORATE CHARTER APPROVAL SHEET

** KEEP WITH DOCUMENT **

DOCUMENT CODE TC1 BUSINESS CODE _____

03-02-05-1810-001; 03-02-05-1810-003
03-02-05-1810-006; 03-02-05-1828-004
03-02-05-1810-019; 03-05-1828-007

Affix Barcode Label Here



1000362005286655

Merging (Transferor) _____

Affix Barcode Label Here

ID # 00000180 ACK # 1000362005286655
 PAGES: 0015
 600 BROADWAY APARTMENTS MD LLC

Surviving (Transferee) _____

08/15/2013 AT 11:51 A WO # 0004181482

New Name _____

FEES REMITTED

Base Fee: No Fee
 Org. & Cap. Fee: _____
 Expedite Fee: _____
 Penalty: _____
 Casualty State Recordation Tax: 50,246.43
 State Transfer Tax: 25,204.05
 Certified Copies _____
 Copy Fee: _____
 Certificates _____
 Certificate of Status Fee: _____
 Personal Property Filings: _____
 Other: State Fee: _____
 Other: Casualty Transfer Tax; Baltimore City 75,450.48
 TOTAL FEES: 150,900.96

Change of Name _____
 Change of Principal Office _____
 Change of Resident Agent _____
 Change of Resident Agent Address _____
 Resignation of Resident Agent _____
 Designation of Resident Agent and Resident Agent's Address _____
 Change of Business Code _____

Adoption of Assumed Name _____

Other Change(s) _____

Credit Card _____ Check ☒ Cash _____

Code _____

Documents on _____ Checks _____

Attention: _____

Approved By: 14

Mail: Name and Address

MDK FELS POINT LLC
 C/O METROPOLITAN MANAGEMENT, LLC
 11299 OWINGS HILLS BLVD.
 SUITE 200
 OWINGS HILLS MD 21117

Keyed By: _____

COMMENT(S): _____

Stamp Work Order and Customer Number HERE

CUST ID: 0002964902
 WORK ORDER: 0004181482
 DATE: 08-15-2013 11:51 AM
 AMT. PAID: \$150,900.96

Office Use Only

REPORT OF TRANSFER OF CONTROLLING INTEREST

(Please read the instructions below before completing this form)

1. Type of filing: ☒ Regular ☐ Permissive

2. Date of final transfer: June 25, 2012

3. Name of Real Property Entity whose interest is being transferred: 600 Broadway Apartments MD LLC

4. Mailing address for Real Property Entity: 150 Presidential Way, Woburn, MA 01801

5. Type of Real Property Entity: ☐ Corp ☒ LLC ☐ LP ☐ GP or Joint Venture

☐ Unincorporated REIT ☐ Other-specify _____

6. State of formation: Maryland

7. Total consideration for the controlling interest being transferred: \$ 3,500,000.00

8. List below the value attributable to each of the following assets:

a) Maryland Real Property	\$ <u>2,929,000.00</u>
b) Non-Maryland Real Property	\$ _____
c) Cash	\$ _____
d) Securities	\$ _____
e) Maryland Tangible Personal Property*	\$ _____

*Provide SDAT personal property account # for each return:

f) Non-Maryland Tangible Personal Property	\$ _____
g) Other: Attach description and method of valuation	\$ _____

9. Gross value of Real Property Entity assets: \$ 2,929,000.00

10. Real property in Maryland directly or beneficially owned by the Real Property Entity:**Parcel 1:**

Baltimore City 02-05-1810-001 600 S Broadway, Baltimore MD
 County Name SDAT Account No. Address or brief description
 Description of building/improvements: Existing commercial structure on lot to be reconstructed into multifamily housing
 Title holder if different from Item 3 above: 600 Broadway Apartments, LLC
 Consideration attributable to the parcel: \$ 150,829.64

Parcel 2:*

Baltimore City 25-05-1810-003 606 S Broadway, Baltimore, MD
 County Name SDAT Account No. Address or brief description
 Description of building/improvements: Existing commercial structure on lot to be reconstructed into multifamily housing
 Title holder if different from Item 3 above: 600 Broadway Apartments, LLC
 Consideration attributable to the parcel: \$ 950,957.52
 *If more than two parcels, attach a separate sheet and indicate total number of parcels: 6

11. Specify and explain any exemptions authorized by law being claimed with this filing:

(Attach a separate sheet if more space is required). Tax - Property Article 12-117(c)(3) - Dolben Holdings II, LLC (the "Transferor") is

assigning its 100% ownership interest in the Real Property Entity to Dolben Fells Point, LLC (the "Transferee"). Transferor and Transferee are comprised of the same members in the same ownership percentages, as shown on the attached chart.

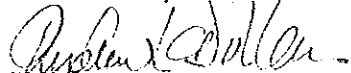
12. Transfer and Recordation taxes paid with this filing:

Item 7 amount: \$	<u>3,500,000</u>	x	<u>2,929,000</u>	= \$	<u>3,500,000</u>	x	<u>1.0%</u>	= \$	<u>35,000</u>
Item 9 amount: \$	<u>2,929,000</u>		Item 8a amount		Total amount		Co. Rate		Co. Recordation
					\$ <u>3,500,000</u>	x	<u>0.5%</u>	= \$	<u>17,500</u>
					Total amount		St. Rate		State Transfer
					\$ <u>3,500,000</u>	x	<u>1.5%</u>	= \$	<u>52,500</u>
					Total amount		Co. Rate		Co. Transfer

Total Taxes \$ 105,000

Add the \$20 filing fee to the amount of the total taxes and make the check payable to the State Department of Assessments & Taxation.

13. I hereby declare under the penalties of perjury, pursuant to § 1-201 of the Maryland Tax-Property Code Annotated, that this filing (including any accompanying forms and attachments) has been examined by me and the information contain herein, to the best of my knowledge and belief, is true, correct and complete, that I am authorized to make this filing on behalf of the Real Property Entity, that I have accurately reported the percentage of controlling interest being transferred, that I have fully reported the consideration attributable to Maryland Real Property, and that I have answered truthfully each item of information requested on the form.


 Signature of authorized filer

7-18-12
 Date

14.) Contact information for this filing:

Kevin J. Kelehan, Esq.

410-740-4600

Name

Telephone

10715 Charter Drive

Columbia

MD 21044

Address

City

State

Zip code

REPORT OF TRANSFER OF
CONTROLLING INTEREST

Continuation Sheet

10. Real property in Maryland directly or beneficially owned by the Real Property Entity:

Parcel 3:

Baltimore City 02-05-1810-066 1641 Fleet St., Baltimore, MD

County Name SDAT Account No. Address or brief description

Description of building/improvements: Existing commercial structure on lot to be reconstructed into multifamily housing

Title holder if different from Item 3 above: 600 Broadway Apartments, LLC

Consideration attributable to the parcel: \$ 115,698.09

Parcel 4:

Baltimore City 02-05-1828-004 607 S Broadway, Baltimore, MD

County Name SDAT Account No. Address or brief description

Description of building/improvements: Existing commercial structure on lot to be reconstructed into multifamily housing

Title holder if different from Item 3 above: 600 Broadway Apartments, LLC

Consideration attributable to the parcel: \$ 561,514.75

Parcel 5:

Baltimore City 02-05-1810-019 1630-1632 Aliceanna St., Baltimore, MD

County Name SDAT Account No. Address or brief description

Description of building/improvements: Existing commercial structure on lot to be reconstructed into multifamily housing

Title holder if different from Item 3 above: 600 Broadway Apartments, LLC

Consideration attributable to the parcel: \$ 275,000.00

Parcel 6:

Baltimore City 02-05-1828-007 613-615 S. Broadway, Baltimore, MD

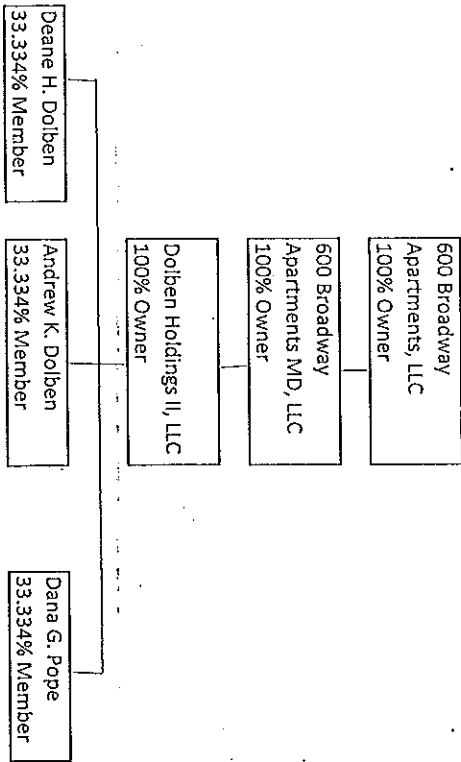
County Name SDAT Account No. Address or brief description

Description of building/improvements: Existing commercial structure on lot to be reconstructed into multifamily housing

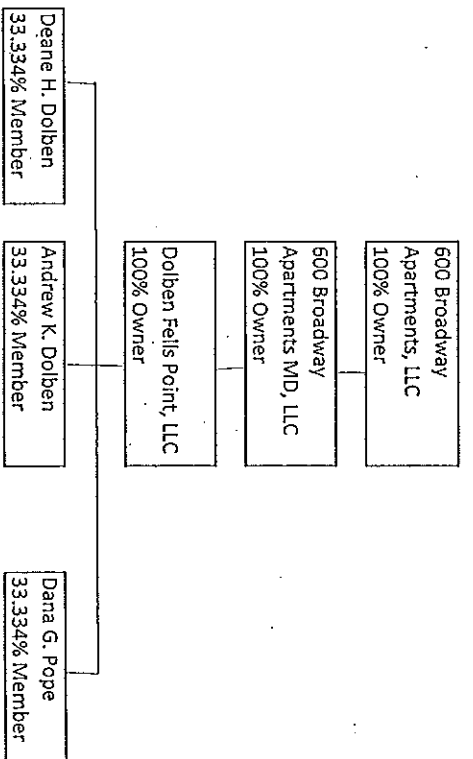
Title holder if different from Item 3 above: 600 Broadway Apartments, LLC

Consideration attributable to the parcel: \$ 875,000.00

Before Transfer



After Transfer



Office Use Only

REPORT OF TRANSFER OF CONTROLLING INTEREST

(Please read the instructions below before completing this form)

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2. Date of final transfer: June 25, 2012

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5. Type of Real Property Entity: ☐ Corp ☒ LLC ☐ LP ☐ GP or Joint Venture
☐ Unincorporated REIT ☐ Other-specify _____

6. State of formation: Maryland

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8. List below the value attributable to each of the following assets:

a) Maryland Real Property	\$ 2,929,000.00
b) Non-Maryland Real Property	\$ _____
c) Cash	\$ _____
d) Securities	\$ _____
e) Maryland Tangible Personal Property*	\$ _____

*Provide SDAT personal property account # for each return:

f) Non-Maryland Tangible Personal Property	\$ _____
g) Other: Attach description and method of valuation	\$ _____

9. Gross value of Real Property Entity assets: \$ 2,929,000.00

10. Real property in Maryland directly or beneficially owned by the Real Property Entity:**Parcel 1:**

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 Consideration attributable to the parcel: \$ 950,957.52
 *If more than two parcels, attach a separate sheet and indicate total number of parcels: 6

11. Specify and explain any exemptions authorized by law being claimed with this filing:

(Attach a separate sheet if more space is required) Tax - Property Article 12-117(c)(3) - Deane Dolben and Andrew Dolben (collectively, the "Transferor") transferred their 100% interest in the Real Property Entity to 2D Holdings LLC (the "Transferee"). The Transferee is comprised of Transferor in the same ownership percentages, as shown on the attached chart.

12. Transfer and Recordation taxes paid with this filing:

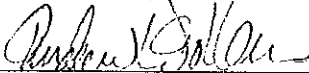
Item 7 amount: \$ 3,500,000 x Item 8a amount: 3,030,000 = \$ 3,500,000 x 1.0 = \$ 35,000
 Item 9 amount: \$ 2,929,000

Total amount:	3,500,000	x	Co. Rate	0.5%	= \$	Co. Recordation	17,500
Total amount:	3,500,000	x	St. Rate	1.5%	= \$	State Transfer	52,500
Total amount:			Co. Rate			Co. Transfer	

Total Taxes \$ 105,000

Add the \$20 filing fee to the amount of the total taxes and make the check payable to the State Department of Assessments & Taxation.

13. I hereby declare under the penalties of perjury, pursuant to § 1-201 of the Maryland Tax-Property Code Annotated, that this filing (including any accompanying forms and attachments) has been examined by me and the information contained herein, to the best of my knowledge and belief, is true, correct and complete, that I am authorized to make this filing on behalf of the Real Property Entity, that I have accurately reported the percentage of controlling interest being transferred; that I have fully reported the consideration attributable to Maryland Real Property, and that I have answered truthfully each item of information requested on the form.


 Signature of authorized filer

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Kevin J. Kelehan, Esq.

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Name

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10715 Charter Drive

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MD 21044

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Continuation Sheet

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County Name SDAT Account No. Address or brief description

Description of building/improvements: Existing commercial structure on lot to be reconstructed into multifamily housing

Title holder if different from Item 3 above: 600 Broadway Apartments, LLC

Consideration attributable to the parcel: \$ 115,698.09

Parcel 4:

Baltimore City 02-05-1828-004 607 S Broadway, Baltimore, MD

County Name SDAT Account No. Address or brief description

Description of building/improvements: Existing commercial structure on lot to be reconstructed into multifamily housing

Title holder if different from Item 3 above: 600 Broadway Apartments, LLC

Consideration attributable to the parcel: \$ 561,514.75

Parcel 5:

Baltimore City 02-05-1810-019 1630-1632 Aliceanna St., Baltimore, MD

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Description of building/improvements: Existing commercial structure on lot to be reconstructed into multifamily housing

Title holder if different from Item 3 above: 600 Broadway Apartments, LLC

Consideration attributable to the parcel: \$ 275,000.00

Parcel 6:

Baltimore City 02-05-1828-007 613-615 S. Broadway, Baltimore, MD

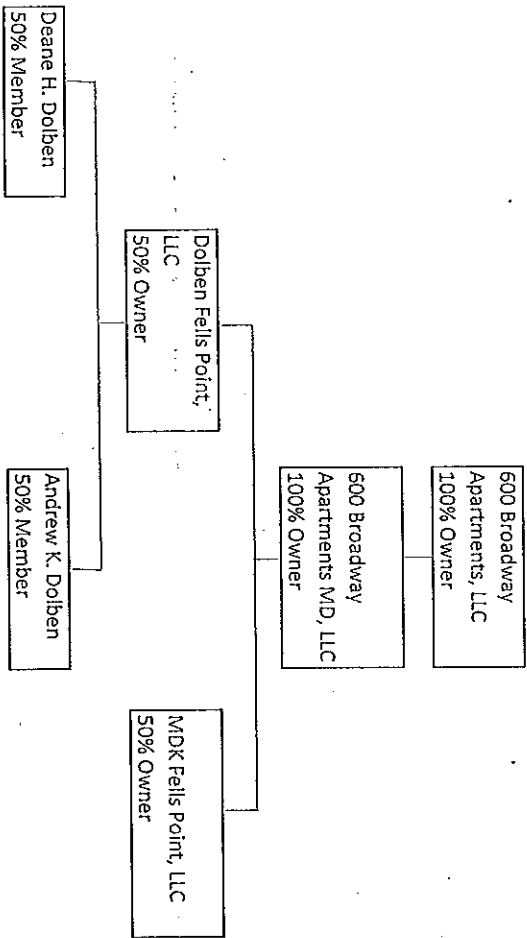
County Name SDAT Account No. Address or brief description

Description of building/improvements: Existing commercial structure on lot to be reconstructed into multifamily housing

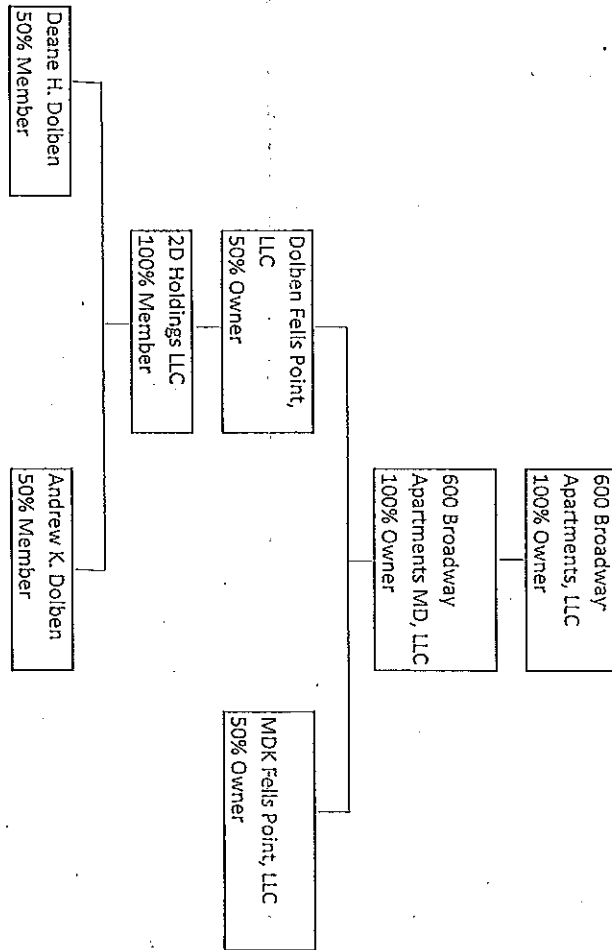
Title holder if different from Item 3 above: 600 Broadway Apartments, LLC

Consideration attributable to the parcel: \$ 875,000.00

Before Transfer



After Transfer



CUST ID:0002964902
WORK ORDER:0004181482
DATE:08-15-2013 11:51 AM
AMT. PAID:\$150,900.96